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Counsel to the Debtors and  
 Debtors in Possession

IN THE UNITED STATES BANKRUPTCY COURT  
 FOR THE EASTERN DISTRICT OF VIRGINIA  
 RICHMOND DIVISION

- - - - - x  
 : Chapter 11  
 In re: :  
 : Case No. 08-35653 (KRH)  
 CIRCUIT CITY STORES, INC., :  
 et al., : Jointly Administered  
 :  
 Debtors. :  
 - - - - - x

**AFFIDAVIT IN SUPPORT OF EMPLOYMENT OF LOCKTON COMPANIES, LLC  
 (CHICAGO SERIES) AS A PROFESSIONAL UTILIZED IN THE ORDINARY  
 COURSE OF BUSINESS**

STATE OF ILLINOIS )  
 ) ss:  
 COUNTY OF COOK )

MICHAEL D. PAULSEN, being duly sworn, deposes and says:

1. I am a Vice President of the firm Lockton Companies, LLC (Chicago Series) (the "Firm"), which has been employed by the debtors and debtors in possession in the above-captioned cases

(collectively, the "Debtors")<sup>1</sup> in the ordinary course of their business. The Debtors wish to retain the Firm to continue providing such ordinary-course services during their chapter 11 cases. This Affidavit is submitted in compliance with the Order Granting Debtors' Motion For Order Pursuant To Bankruptcy Code Sections 105(A), 327, 330 And 331 Authorizing Debtors To Employ Professionals Utilized In The Ordinary Course Of Business (the "OCB Professionals Order").

2. The Firm was provided with a list of interested parties, and conducted a search of Firm's records for the names identified thereon. Based on that search, neither I, the Firm, nor any member, counsel, or associate thereof, insofar as I have been able to ascertain, has any connection with the Debtors, their creditors or stockholders, or any party in interest herein, except as set forth hereinafter:

(a) NONE.

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<sup>1</sup> The Debtors and the last four digits of their respective taxpayer identification numbers are as follows: Circuit City Stores, Inc. (3875), Circuit City Stores West Coast, Inc. (0785), InterTAN, Inc. (0875), Ventoux International, Inc. (1838), Circuit City Purchasing Company, LLC (5170), CC Aviation, LLC (0841), CC Distribution Company of Virginia, Inc. (2821), Circuit City Properties, LLC (3353), Kinzer Technology, LLC (2157), Abbott Advertising Agency, Inc. (4659), Patapsco Designs, Inc. (6796), Sky Venture Corp. (0311), Prahs, Inc. (n/a), XSStuff, LLC (9263), Mayland MN, LLC (6116), Courcheval, LLC (n/a), Orbyx Electronics, LLC (3360), and Circuit City Stores PR, LLC (5512). The address for Circuit City Stores West Coast, Inc. is 9250 Sheridan Boulevard, Westminster, Colorado 80031. For all other Debtors, the address is 9950 Mayland Drive, Richmond, Virginia 23233.

3. The Firm does not represent or hold any interest adverse to the Debtors or their estates with respect to the engagement for which we are to be retained.

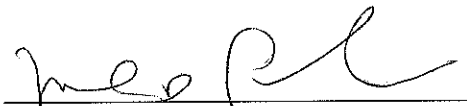
4. This Firm and certain of its members, counsel, and associates may have in the past represented, currently represent, and may in the future represent entities that are claimants or equity security holders of the Debtors in matters totally unrelated to the Debtors' chapter 11 cases. None of those past or current representations are material. This Firm will be in a position to identify with specificity all such persons or entities when lists of all creditors of the Debtors have been prepared and will make any further disclosures as may be appropriate at that time. The Firm intends to apply for compensation for professional services rendered in connection with these chapter 11 cases directly to the Debtors, in accordance with the OCB Professionals Order, with such application to request compensation for services based on the hourly rates set forth below, plus reimbursement of actual and necessary expenses and other charges incurred by the Firm.

5. All services set forth in Addendum A associated with reducing/eliminating collateral will be performed exclusively by Lockton for compensation in the form of a fixed fee of \$50,000, payable over two months. The first monthly payment will be paid within 30 days of Bankruptcy Court approval and the second

month's payment within the following 30 days of the first payment. In addition, based on Lockton's feasibility analysis, an insurance policy, such as a Loss Portfolio Transfer (LPT), may be purchased and Lockton will receive standard commissions on any such policies purchased. The LPT and feasibility analysis will be performed exclusively by Lockton.

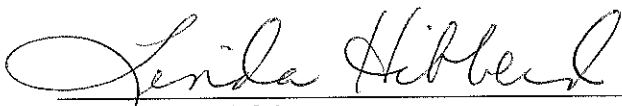
6. Except as provided in the OCB Professionals Order, no representations or promises have been received by the Firm as to compensation in connection with these cases other than in accordance with the provisions of the Bankruptcy Code. The Firm has no agreement with any other entity to share with such entity any compensation received by the Firm in connection with these chapter 11 cases.

WHEREFORE, affiant respectfully submits this Affidavit in Support of Employment of Lockton as a Professional Utilized in the Ordinary Course of Business.



Michael D. Paulsen  
Vice President  
525 West Monroe  
Chicago, IL 60661

Sworn to before me this 20 day of JAN, 2010.



Notary Public  
My Commission Expires: 9-9-10

